

Company No. 3232759

THE COMPANIES ACT 1985  
Company Limited by Shares

ORDINARY AND SPECIAL RESOLUTIONS  
of  
PIRTEK EUROPE LIMITED  
(Passed the 2nd day of September 1999)

At an Extraordinary General Meeting of the above-named Company duly convened and held on the 2nd day of September 1999 the following Resolutions were passed as to Resolution numbered 1. as an Ordinary Resolution and as to Resolutions numbered 2. to 4. as Special Resolutions:-

ORDINARY RESOLUTION

1. That the authorised share capital of the Company be increased to £3,199,010 by the creation of an additional 691,344 "A" Ordinary Shares of £1 each, 296,666 "B" Ordinary Shares of £1 each, 890,000 Preferred Ordinary Shares and 950,000 Deferred Shares of £1 each in the capital of the Company.

SPECIAL RESOLUTIONS

2. That the allotments of 15,000 "B" Ordinary Shares of £1 each to FB Duncan Pty Limited and of 10,000 "B" Ordinary Shares of £1 each to WG Davey Pty Limited on 31st July, 1997 be and they are hereby ratified and declared to be of full force and effect.
3. That the Regulations contained in the document now produced to the Meeting and signed for identification purposes by the Chairman hereof be and they are hereby adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association of the Company.
4. That:
  - (i) the Directors be and are hereby generally and unconditionally authorised pursuant to and in accordance with Section 80 of the Companies Act 1985 to exercise for a period from the date of the passing of this Resolution until the fifth anniversary thereof all the powers of the Company to allot relevant securities up to an aggregate nominal value of £2,828,010 and to make offers or agreements which would or might require relevant securities to be allotted after the expiry of the said period provided that such allotments will fall within the limit aforesaid if made during the said period; for the purposes of this Resolution words and expressions defined in or for the purposes of the said Section 80 shall be the same meaning herein; and



- (ii) the Directors be and are hereby authorised to make offers and agreements to allot equity securities (within the meaning of the Companies Act 1985) pursuant to and during the period of the authority contained in (i) above as if Section 89(1) of the Companies Act 1985 did not apply to any such allotments.

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CHAIRMAN